

McGUIREWOODS LLP
Patrick L. Hayden
1345 Avenue of the Americas
Seventh Floor
New York, NY 10105
Telephone: (212) 548-2100
Facsimile: (212) 548-2150
-and-
Dion W. Hayes
One James Center
901 East Cary Street
Richmond, VA 23219
Telephone: (804) 775-1000
Facsimile: (804) 775-1061

Attorneys for The Toronto-Dominion Bank and certain subsidiaries

**UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

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In re:) Chapter 11
LEHMAN BROTHERS HOLDINGS INC., et al.,) Case No. 08-13555 (JMP)
Debtors.) (Jointly Administered)
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**RESPONSE OF THE TORONTO-DOMINION BANK AND CERTAIN AFFILIATES TO
DEBTORS' MOTION TO APPROVE THE SALE OF CERTAIN ASSETS; AND
JOINDER IN RESPONSE OF ROYAL BANK OF SCOTLAND PLC AND ABN AMRO**

The Toronto-Dominion Bank, for itself and on behalf of certain of its subsidiaries (collectively, "TD Bank"), by undersigned counsel, submits this response (the "Response") to the motion (the "Sale Motion") filed September 17, 2008 [Docket No. 60] by Lehman Brothers Holdings Inc. ("LBHI") to approve the sale of certain assets by LBHI, Lehman Brothers Inc. ("LBI"), and LB 745 LLC, and respectfully states as follows:

1. TD Bank is party to certain over-the-counter derivative transactions with LBI, Lehman Brothers Special Financing Inc., and certain other direct or indirect subsidiaries of LBHI. Certain of these derivative transactions are the subject of guaranties from LBHI.

Accordingly, TD Bank is a creditor of LBHI and of certain of its non-debtor direct and indirect subsidiaries, including LBI.

2. TD Bank hereby joins in the concerns raised regarding the Sale Motion and in the request for relief set forth in the Response to the Sale Motion filed by Royal Bank of Scotland plc and ABN AMRO NV [Docket No. 165] (the “RBS Response”). Capitalized terms used but not defined herein shall have the meanings assigned to them in the RBS Response.

3. Specifically, TD Bank requests that the Sale and the order approving it not: (i) permit the Purchaser to selectively assume certain transactions involving TD Bank in contravention of the express terms of the governing master or other agreements; or (2) transfer assets of non-debtors while eliminating or in any way prejudicing the resultant or any other rights, claims or remedies of TD Bank against any non-debtor third parties, including, without limitation, non-debtor subsidiaries of LBHI or the Purchaser itself.

4. TD Bank reserves all rights to be heard with respect to the Sale Motion and the RBS Response.

Dated: September 19, 2008

Respectfully submitted,

McGUIREWOODS LLP

/s/ Dion W. Hayes
Patrick L. Hayden
1345 Avenue of the Americas
Seventh Floor
New York, NY 10105
Telephone: (212) 548-2100
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